

24th September, 2015

To
The BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001

To
National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051

Sub: Outcome of Annual General Meeting

Dear Sir/Madam,

We would like to inform you that 29th Annual General Meeting of the Company was held on Tuesday, 22nd September, 2015 at 12.00 Noon at M. C. Ghia Hall of Indian Textile Accessories & Machinery Manufacturers Association, Bhogilal Hargovindas Building, 4th Floor, Kala Ghoda, 18/20, J. Dubash Marg, Mumbai - 400 001 (MH.).

Please find enclosed herewith details regarding the voting results pursuant to Clause 35A of the Listing Agreement as under:

S. No.	Particulars	Details
1	Date of the Annual General Meeting	22 nd September, 2015
2	Total number of shareholders on cutoff date i.e. 15 th September, 2015	26,753
3	No. of shareholders present in the meeting either in person or through proxy:	102
	Promoters and Promoter Group:	21
	Public:	81
4	No. of Shareholders attended the meeting through Video Conferencing**	Nil
	Promoters and Promoter Group:	Nil
	Public:	Nil

** The Company has not provided Video Conferencing facility.




The mode of voting was by way of E-voting and Poll at the Annual General Meeting. The agenda wise details are enclosed herewith.

We are also enclosing Scrutiniser's Combined Report on E-voting and Poll at the Annual General Meeting.

We request you to kindly take this information on your record.

Yours faithfully,

For National Steel and Agro Industries Limited



Pankaj Gupta

Company Secretary

NATIONAL STEEL AND AGRO INDUSTRIES LIMITED (CIN: L27100MH1985PLC140379)

CLAUSE 35A (E-VOTING & POLL AT AGM)

RESOLUTION NO. 1: ORDINARY RESOLUTION: RECEIVE, CONSIDER AND ADOPT THE FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31ST MARCH, 2015 INCLUDING AUDITED BALANCE SHEET AS AT 31ST MARCH, 2015 THE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON THAT DATE AND THE REPORTS OF BOARD AND AUDITORS THEREON.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	21770084	10,152,917	46.6370	10,152,917	-	100.0000	-
Public - Institutional holders	705798	-	-	-	-	-	-
Public-Others	22024118	4,038,871	18.3384	3,138,871	900,000	77.7165	22.2835
Total	44,500,000	14,191,788	31.8917	13,291,788	900,000	93.6583	6.3417

NATIONAL STEEL AND AGRO INDUSTRIES LIMITED (CIN: L27100MH1985PLC140379)

CLAUSE 35A (E-VOTING & POLL AT AGM)

RESOLUTION NO. 2: ORDINARY RESOLUTION: DECLARE A DIVIDEND ON REDEEMABLE CUMULATIVE PREFERENCE SHARES FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	21770084	10,152,917	46.6370	10,152,917	-	100.0000	-
Public - Institutional holders	705798	-	-	-	-	-	-
Public-Others	22024118	4,038,871	18.3384	3,138,871	900,000	77.7165	22.2835
Total	44,500,000	14,191,788	31.8917	13,291,788	900,000	93.6583	6.3417



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NATIONAL STEEL AND AGRO INDUSTRIES LIMITED (CIN: L27100MH1985PLC140379)

CLAUSE 35A (E-VOTING & POLL AT AGM)

RESOLUTION NO. 3: ORDINARY RESOLUTION: APPOINT A DIRECTOR IN PLACE OF MR. P. SRIKRISHNA (DIN: 00206392), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Public Group	21770084	10,152,917	46.6370	10,152,917	-	100.0000	-
Public - Institutional holders	705798	-	-	-	-	-	-
Public-Others	22024118	4,038,871	18.3384	3,138,871	900,000	77.7165	22.2835
Total	44,500,000	14,191,788	31.8917	13,291,788	900,000	93.6583	6.3417

NATIONAL STEEL AND AGRO INDUSTRIES LIMITED (CIN: L27100MH1985PLC140379)

CLAUSE 35A (E-VOTING & POLL AT AGM)

RESOLUTION NO. 4: ORDINARY RESOLUTION: RATIFY APPOINTMENT OF STATUTORY AUDITORS TO HOLD OFFICE FROM CONCLUSION OF THIS MEETING UNTIL THE CONCLUSION OF THIRTIETH ANNUAL GENERAL MEETING AND TO FIX THEIR REMUNERATION

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Public Group	21770084	10,152,917	46.6370	10,152,917	-	100.0000	-
Public - Institutional holders	705798	-	-	-	-	-	-
Public-Others	22024118	4,038,871	18.3384	3,138,870	900,001	77.7165	22.2835
Total	44,500,000	14,191,788	31.8917	13,291,787	900,001	93.6583	6.3417



NATIONAL STEEL AND AGRO INDUSTRIES LIMITED (CIN: L27100MH1985PLC140379)

CLAUSE 35A (E-VOTING & POLL AT AGM)

RESOLUTION NO. 5: ORDINARY RESOLUTION: RATIFICATION AND CONFIRMATION FOR PAYMENT OF REMUNERATION TO M/S. M. GOYAL & CO., COST ACCOUNTANTS

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	21770084	10,152,917	46.6370	10,152,917	-	100.0000	-
Public - Institutional holders	705798	-	-	-	-	-	-
Public-Others	22024118	4,038,871	18.3384	3,138,870	900,001	77.7165	22.2835
Total	44,500,000	14,191,788	31.8917	13,291,787	900,001	93.6583	6.3417

NATIONAL STEEL AND AGRO INDUSTRIES LIMITED (CIN: L27100MH1985PLC140379)

CLAUSE 35A (E-VOTING & POLL AT AGM)

RESOLUTION NO. 6: SPECIAL RESOLUTION: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION IN PLACE OF EXISTING ONE.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	21770084	10,152,917	46.6370	10,152,917	-	100.0000	-
Public - Institutional holders	705798	-	-	-	-	-	-
Public-Others	22024118	4,038,871	18.3384	3,138,871	900,000	77.7165	22.2835
Total	44,500,000	14,191,788	31.8917	13,291,788	900,000	93.6583	6.3417

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Scrutinizer's Report-Combined

(Pursuant to section 108 and 109 of the Companies Act 2013 read with rule 20 of the companies (Management and Administrations) rules 2014 as amended)

To,

The Chairman,

NATIONAL STEEL AND AGRO INDUSTRIES LIMITED

Registered Office: 621, Tulsiani Chambers, Nariman Point,
Mumbai (MH) 400021

Dear Sir,

Sub: Scrutinizer's Report on Remote E-Voting and Ballot Paper

1. I, **Ashish Garg, Practicing Company Secretary**, has been appointed as a Scrutinizer by-

- (i) The Board of Directors of **National Steel And Agro Industries Limited** (the Company) for the purpose of scrutinizing the E-voting process under the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 in respect of the below mentioned resolutions to be passed at the 29th AGM of the equity shareholders members of the Company held on Tuesday, the 22nd day of September, 2015.
- (ii) The Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies (Management and Administration) Rules, 2014, on the resolutions contained in the Notice to the 29th AGM of the members of the Company held on Tuesday, the 22nd day of September, 2015 at 12:00 Noon at M. C. Ghia Hall of Indian Textile Accessories & Machinery Manufacturers' Association, Bhogilal Hargovindas Building, 4th Floor, Kala Ghoda, 18/20, K. ~~Dubash~~ Marg, Mumbai (MH) 400001.



2. DISPATCH OF NOTICE CONVENING AGM

The Company has informed that on the basis of the Register of Members and the list made available by the depositories viz National Securities Depository Limited (NSDL) and Central Depositories Services (India) Limited (CDSL), the Notice dated 5th August 2015 along with the statement setting out material facts under Section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company.

3. CUT OFF DATE

The voting rights were reckoned on Tuesday, 15th September 2015, being the cut off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.

4. REMOTE-EVOTING:

4.1 Agency:

The Company had taken the services of Central Depositories Services (India) Limited (CDSL) for providing the remote E-Voting Platform.

4.2 Remote E-Voting:

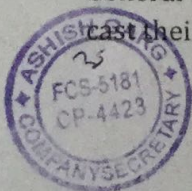
Remote E-Voting platform remained open from Saturday, 19th September, 2015 (09.00 a. m.) upto Monday, 21st September, 2015 (05.00 p.m.) and members were given an option to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and /or Special Resolutions, on the e-voting platform provided by CDSL.

5. VOTING AT THE AGM:

5.1 As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules 2015, for the purpose of ensuring that members who have cast their votes through remote E-Voting do not vote again at the General Meeting, the scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly CDSL, the E-voting agency provided me with the names, DP ID/ Folio Numbers and shareholding of the members who had cast their votes through remote e-voting.

5.3 Further, the Chairman announced voting through Ballot paper at the Annual General Meeting for the shareholders who had attended the meeting and have not cast their vote earlier through remote e-voting.



6. COUNTING PROCESS:

6.1 Before the voting at the AGM was concluded, ballot box kept for the purpose of casting of votes was locked in my presence.

6.2 The locked ballot box was subsequently opened in my presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Sarthak Global Limited, the Registrar and Transfer Agent of the Company and the Authorizations/ proxies lodged with the Company.

6.3 The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses Mr. Anurag Gangrade and Mr. Pinkesh Gupta, who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

7. RESULTS

7.1 I observed that

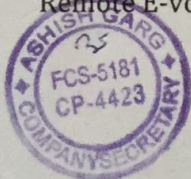
a) 65 members had cast their votes through Ballot Paper conducted at the meeting.

b) 64 members had cast their votes through remote E-voting.

7.2 Based on the aforesaid results, Five Ordinary Resolutions and One Special Resolution as contained in Item No. 1 to 6 of the Notice dated 5th August 2015 have been passed with requisite majority as per the provisions of the Companies Act 2013.

I have issued separate Scrutinizer's Report dated 23rd day of September, 2015 on the Remote E-voting and voting through Ballot Paper on the resolutions contained in the Notice to the AGM.

As requested by Management, I submit herewith my combined report on the results of Remote E-voting and voting through Ballot Paper as under-



Item No.1: Ordinary Resolution

Receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2015 including the audited Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement and the Board's Report and Auditors' Report thereon.

(i) Voted in favour of resolution:

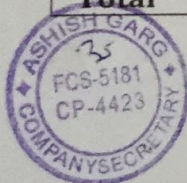
Particulars	Number of Members voted through e-voting system and through Ballot Paper	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	62	10154731	91.8587
Voting through Ballot Paper	65	3137057	100.0000
Total	127	13291788	93.6583

(ii) Voted against the resolution:

Particulars	Number of Members voted through e-voting system and through Ballot Paper	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	2	900000	8.1413
Voting through Ballot Paper	0	0	0.0000
Total	2	900000	6.3417

(iii) Invalid Votes

Particulars	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	-	-
Voting through Ballot Paper	-	-
Total	-	-



Item No.2: Ordinary Resolution

Declaration of dividend on Redeemable Cumulative Preference Shares.

(i) Voted in favour of resolution:

Particulars	Number of Members voted through e-voting system and through Ballot Paper	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	62	10154731	91.8587
Voting through Ballot Paper	65	3137057	100.0000
Total	127	13291788	93.6583

(ii) Voted against the resolution:

Particulars	Number of Members voted through e-voting system and through Ballot Paper	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	2	900000	8.1413
Voting through Ballot Paper	0	0	0.0000
Total	2	900000	6.3417

(iii) Invalid Votes

Particulars	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	-	-
Voting through Ballot Paper	-	-
Total	-	-



Item No. 3: Ordinary Resolution

Appointment of Mr. P. Srikrishna, who retires by rotation and offers himself for reappointment.

(i) Voted in favour of resolution:

Particulars	Number of Members voted through e-voting system and through Ballot Paper	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	62	10154731	91.8587
Voting through Ballot Paper	65	3137057	100.0000
Total	127	13291788	93.6583

(ii) Voted against the resolution:

Particulars	Number of Members voted through e-voting system and through Ballot Paper	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	2	900000	8.1413
Voting through Ballot Paper	0	0	0.0000
Total	2	900000	6.3417

(iii) Invalid Votes

Particulars	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	-	-
Voting through Ballot Paper	-	-
Total	-	-



Item No.4: Ordinary Resolution

Ratification of appointment of Statutory Auditors and to fix their remuneration.

(i) Voted in favour of resolution:

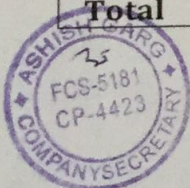
Particulars	Number of Members voted through e-voting system and through Ballot Paper	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	62	10154731	91.8587
Voting through Ballot Paper	64	3137056	100.0000
Total	126	13291787	93.6583

(ii) Voted against the resolution:

Particulars	Number of Members voted through e-voting system and through Ballot Paper	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	2	900000	8.1413
Voting through Ballot Paper	1	1	0.0000
Total	3	900001	6.3417

(iii) Invalid Votes

Particulars	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	-	-
Voting through Ballot Paper	-	-
Total	-	-



Item No.5: Ordinary Resolution

Ratification and confirmation for payment of remuneration to M/s. M. Goyal and Co., Cost Accountants.

(i) Voted in favour of resolution:

Particulars	Number of Members voted through e-voting system and through Ballot Paper	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	62	10154731	91.8587
Voting through Ballot Paper	64	3137056	100.0000
Total	126	13291787	93.6583

(ii) Voted against the resolution:

Particulars	Number of Members voted through e-voting system and through Ballot Paper	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	2	900000	8.1413
Voting through Ballot Paper	1	1	0.0000
Total	3	900001	6.3417

(iii) Invalid Votes

Particulars	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	-	-
Voting through Ballot Paper	-	-
Total	-	-



Item No.6: Special Resolution

Adoption of new set of Articles of Association in place of existing one.

(i) Voted in favour of resolution:

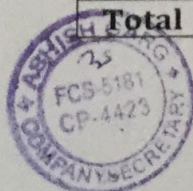
Particulars	Number of Members voted through e-voting system and through Ballot Paper	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	62	10154731	91.8587
Voting through Ballot Paper	65	3137057	100.0000
Total	127	13291788	93.6583

(ii) Voted against the resolution:

Particulars	Number of Members voted through e-voting system and through Ballot Paper	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	2	900000	8.1413
Voting through Ballot Paper	0	0	0.0000
Total	2	900000	6.3417

(iii) Invalid Votes

Particulars	Total number of Members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	-	-
Voting through Ballot Paper	-	-
Total	-	-



Conclusion: All the 6 (Six) Resolutions stands passed under e-voting combined with poll at the Annual General Meeting with requisite majority

Thanking you,
Yours Faithfully,

3112
Scrutinizer

Name: ASHISH GARG

Practicing Company Secretary

FCS: 5181; CP: 4423

Place: Indore

Date: 23.09.2015



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ANURAG GANGRADE

WITNESSES

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PINKESH GUPTA